

Bonnie Steingart (BS-8004)  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)

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**SECOND SUPPLEMENTAL DECLARATION OF BONNIE  
STEINGART PURSUANT TO BANKRUPTCY RULE 2014  
ON BEHALF OF FRIED, FRANK, HARRIS, SHRIVER  
& JACOBSON LLP AS COUNSEL FOR THE OFFICIAL  
COMMITTEE OF EQUITY SECURITY HOLDERS**

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STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

BONNIE STEINGART, being duly sworn, deposes and declares under the penalty of perjury:

1. I am an attorney duly admitted and in good standing to practice before this Court, and a member of the firm of Fried, Frank, Harris, Shriver & Jacobson LLP (“Fried Frank”). My firm maintains offices for the practice of law at One New York Plaza, New York, New York 10004, and other locations. I submit this second supplemental declaration (the “Second Supplemental Declaration”) and provide the disclosures set forth herein to supplement the information provided in the Declaration of Bonnie Steingart Pursuant to Bankruptcy Rule

2014 on Behalf of Fried, Frank, Harris, Shriver & Jacobson LLP as Proposed Counsel for the Official Committee of Equity Security Holders, and Disclosure Pursuant to Section 1103 of the Bankruptcy Code and Bankruptcy Rule 2014, filed with this Court on June 6, 2006 (the “Initial Declaration”).

2. Fried Frank also filed a Supplemental Declaration of Bonnie Steingart Pursuant to Bankruptcy Rule 2014 on Behalf of Fried, Frank, Harris, Shriver & Jacobson LLP as Counsel for the Official Committee of Equity Security Holders on June 4, 2007 (the “First Supplemental Declaration”).

3. On April 28, 2006, the United States Trustee appointed an official committee of equity security holders (the “Equity Committee”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”). By application dated June 6, 2006, the Equity Committee sought to retain Fried Frank as its counsel. The Initial Declaration was filed with the application. On June 19, 2006, this Court entered an order authorizing the retention of Fried Frank by the Equity Committee *nunc pro tunc* to May 8, 2006.

4. Fried Frank has become aware of two “connections,” described below, that did not exist at the time Fried Frank sought to be retained in these Chapter 11 Cases. As a result, I submit this Second Supplemental Declaration to supplement the disclosure in my Initial Declaration and my First Supplemental Declaration.

5. Fried Frank represents, and has represented in the past, Goldman Sachs & Co. and its affiliates (“Goldman”) in matters wholly unrelated to the Chapter 11 Cases. Goldman is a Plan Investor under the Delphi-Appaloosa Equity Purchase and Commitment Agreement (the “Delphi-Appaloosa EPCA”) filed with this Court on July 18, 2007.

6. Fried Frank has recently been retained by an individual who is chairman of one of the non-settling co-defendants in the Debtors' multi-district litigation. Fried Frank's representation of this individual is wholly unrelated to the Chapter 11 Cases and the multi-district litigation.

7. To the best of my knowledge, information and belief, other than as disclosed herein or in the Initial Declaration or the First Supplemental Declaration, there are no instances wherein Fried Frank (and Fried Frank's attorneys) have, have had, or might be deemed to have or have had "connections" with the Equity Committee, the Unsecured Creditors' Committee, the Debtors, their creditors, equity security holders or other parties-in-interest in these Chapter 11 Cases. None of the "connections" disclosed above, in my view, affects Fried Frank's disinterestedness, nor is likely to do so in the future.

[Remainder of page left intentionally blank.]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true  
and correct.

Dated: New York, New York  
October 23, 2007

/s/ Bonnie Steingart  
Bonnie Steingart (BS-8004)

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